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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING  
AND EXPUNGING PROOF OF CLAIM NUMBER 11395  
(JAMES PENNEY)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and James Penney ("Penney") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 11395 (James Penney) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Penney filed proof of claim number 11395 against Delphi, which asserts an unsecured non-priority claim in the amount of \$115,276.00 plus unliquidated amounts arising from employee benefits (the "Claim").

WHEREAS, on November 19, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Third Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected On Debtors' Books And Records, And (E) Certain Claims Subject To Modification, Modified Claims Asserting Reclamation, Claim Subject To Modification That Is Subject To Prior Order, And Modified Claim Asserting Reclamation That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Third Omnibus Claims Objection").

WHEREAS, on December 17, 2007, Penney filed his Response Of James Penney To Twenty-Third Omnibus Objection (Docket No. 11476) (the "Response").

WHEREAS, on March 21, 2008, the Debtors filed the Notice Of Sufficiency

Hearing With Respect To Debtors' Objection To Proof Of Claim No. 11395 (James Penney);  
(Docket No. 13192).

WHEREAS, on April 8, 2008, the Debtors filed the Supplemental Reply To  
James Penney's Response To Debtors' Twenty-Third Omnibus Objection Regarding Claim No.  
11395 (Docket No. 13338).

WHEREAS, pursuant to this Joint Stipulation, Penney acknowledges and agrees  
that the Claim shall be disallowed and expunged in its entirety.

WHEREAS, Delphi is authorized to enter into this Joint Stipulation either because  
the Claim involves ordinary course controversies or pursuant to that certain Amended And  
Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)  
Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow  
Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26,  
2007.

THEREFORE, the Debtors and Penney stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. Penney shall withdraw his Response to the Twenty-Third Omnibus Claims

Objection with prejudice.

So Ordered in New York, New York, this 27th day of May, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
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